

## **EXHIBIT C**

May 18, 2007

**VIA FEDERAL EXPRESS OVERNIGHT DELIVERY**

Compass Partners  
333 Seventh Avenue  
Third Floor  
New York, New York 10001  
Tel: (212) 494-9094

Mr. Tyson Lomazow, Esq. (w/encls.)  
Weil, Gotchal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Tel: (212) 310-8000

**Re: Termination of Loan Servicing Agreement**

Dear Gentlemen:

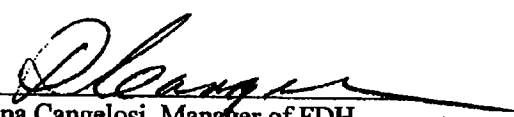
Please be advised that the undersigned, representing in excess of 51% of the outstanding beneficial interests in the loan commonly known as the Binford Loan (the "Loan"), hereby terminate all rights that Compass Partners may have to service the Loan, including all rights allegedly derived from any Loan Servicing Agreement transferred to Compass Partners, or a related entity (collectively "Compass"), by USA Commercial Mortgage Company. In this regard, enclosed herewith are copies of executed election forms executed by more than 51% of the outstanding beneficial interests in the Loan, pursuant to which such interests have elected to immediately terminate Compass.

This termination is based upon Nevada Administrative Code 645B.073, as well as various actions and inactions of Compass Partners, and Compass Partners alone. This termination is specifically not pursuant to any "Surviving Section 3 Right" as defined in the *Order Confirming the Debtors' Third Amended Joint Chapter 11 Plan Of Reorganization*, entered by the United States Bankruptcy Court, District of Nevada, on January 8, 2007.

This termination is effective immediately.

Binford Lenders, LLC

By: \_\_\_\_\_

  
Donna Cangelosi, Manager of FDH  
Management Company, LLC, Manager of  
Binford Lenders, LLC

Enclosures